

DECLARATION OF GREGG THORSEN

I, Gregg Thorsen, hereby declare as follows:

1. I am Senior Director of the People Department overseeing Benefits & Compensation at Southwest Airlines Co. ("SWA"). In this position, I am familiar with the documents governing the Southwest Airlines Co. Welfare Benefit Plan (the "Plan") and SWA's recordkeeping system for benefits under the Plan. The following facts are true and correct, based upon my own personal knowledge, and I would be able to testify to the facts stated in this Declaration.

2. The last beneficiary designation form on file with SWA for Tracy Crawford under the portion of the Plan identified as the Life Insurance and Accidental Death and Dismemberment Plan (hereinafter the "Life Plan") is the April 25, 2008 paper Beneficiary Designation Form (2008 Beneficiary Designation), which is attached hereto as Exhibit "A" (with confidential information redacted).

3. SWA maintains beneficiary records for the Life Plan made by Plan participants before June 15, 2013. Effective January 1, 2013, Plan participants began making beneficiary designations and beneficiary designation changes through Metropolitan Life Insurance Company ("MetLife"). Participants were able to continue making beneficiary designations for a short transition period thereafter with either SWA or MetLife, but SWA stopped accepting beneficiary designations effective June 15, 2013. MetLife maintains electronic beneficiary designations made on or after January 1, 2013 and maintains all beneficiary designations made on or after June 15, 2013. The 2008 Beneficiary Designation is the only paper or electronic record SWA has evidencing a change of beneficiary on or after April 25, 2008 and before June 15, 2013 for Tracy Crawford. SWA has no records showing that Tracy Crawford attempted to change her

beneficiary designation under the Life Plan during any annual enrollment period or at any time after April 25, 2008.

4. Attached hereto as Exhibit "B" are two "Benefits Election Confirmation" documents for Tracy Crawford showing the Dates of Last Enrollment as "11/05/2012" and "10/07/2011." I understand that Plaintiff Jayson Crawford has produced these documents in the lawsuit against MetLife. Each document states that the effective date for the Basic Life-BenefitsPlus coverage was "01/01/2012" and the effective date for the Optional Life-BenefitsPlus and AD&D-BenefitsPlus coverage was "03/01/2010." SWA converted its HR information system of record from a previous system to a system called SAP in March 2010. Because the system of record changed, any and all benefit coverages for which an affirmative election had been made before March 2010 displayed a 3/1/2010 effective date after the conversion to SAP. Although this date shows on the Benefit Election Confirmation forms, it is not the true effective date of the benefit election. This is the case for all SWA employees, not just Tracy Crawford. Tracy Crawford enrolled in Optional Life coverage as a new hire in 1991. Basic Life coverage is different and is provided to all SWA employees automatically with no election on the part of the employee. The "01/01/2012" effective date for the Basic Life coverage does not indicate or represent any change in coverage or a beneficiary change. SWA's records confirm that Tracy Crawford was enrolled for Basic Life coverage in 1991 when she became a SWA employee.

5. SWA has not changed its Plan document, as pertains to the Basic Life or Optional Life coverages, since the Southwest Airlines Co. Welfare Benefit Plan, Amended and Restated Effective July 1, 2014, which SWA has produced in this lawsuit.

6. In the January 1, 2013 Summary Plan Description for the Plan, Plan participants were advised that any

Life Insurance Beneficiary Designation must be completed through the MetLife web site at www.metlife.com/mybenefits. Effective June 15, 2013, paper life insurance designation forms will not be accepted by the Health & Wellness Team

All preexisting beneficiary designations, for all participants, not just Tracy Crawford, which numbered in the tens of thousands, were unaffected by this going-forward procedural change to electronic beneficiary designations. The existing beneficiary designations on June 15, 2013, whether on paper or made electronically, were not revoked or considered invalid by this procedural change. In fact, the 2013 annual enrollment guide “Benefits – the *choice* is in my hands” gave clear instructions on how to update beneficiary designations which would not have been needed or appropriate if prior designations had been revoked: “If you would like to update your beneficiary designations, access the MetLife website at www.metlife.com/mybenefits. Once registered on the MetLife website, you may change your beneficiary designation during Annual Enrollment or at any other time you would like to update this information.”

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: March 29, 2017.

By: 
Gregg Thorsen

EXHIBIT A



**Southwest Airlines Co. BenefitsPlus and Regular Plan Life
Group Life and AD&D Beneficiary Designation Form**

Name: Tracy Phillips Date of Birth: Redacted Employee ID: 15938
 Department: Inflight SWA City Code: H009
 Address: 15807 Rill Ln. City, State, Zip: Houston, TX 77060
 Home Phone: 281 221 5951 Cell Phone: _____ Social Security Number: Redacted

* Please Read Instructions Before Completing This Form *

Primary Beneficiary(ies) Designation

I name the following person(s) or institution(s) to receive any benefits that may become payable upon my death (if any primary beneficiary predeceases you, payment will be made to the remaining primary beneficiary(ies). If any, pro rata based on their designated "Percent" unless you check (✓) this box ☐ and attach a separate sheet of paper indicating a different distribution).

Beneficiary Name	Relation	Address (Street, City, State, Zip)	Phone Number	Birth	Number	Percent
<u>Redacted</u>	<u>Redacted</u>	<u>Redacted</u>	<u>Redacted</u>	<u>Redacted</u>		<u>100</u> %*
		Street:				%*
		City, State, Zip:				%*
		Street:				%*
		City, State, Zip:				%*
		Street:				%*
		City, State, Zip:				%*

*NOTE: percentages must total 100%.

Contingent Beneficiary(ies) Designation

I name the following person(s) or institution(s) as Contingent Beneficiary(ies). I understand that no Contingent Beneficiary will be paid unless all Primary Beneficiaries have predeceased me (if any contingent beneficiary predeceases you, payment will be made to the remaining contingent beneficiary(ies). If any, pro rata based on their designated "Percent" unless you check (✓) this box ☐ and attach a separate sheet of paper indicating a different distribution).

Beneficiary Name	Relation	Address (Street, City, State, Zip)	Phone Number	Date of Birth	Social Security Number	Percent
<u>Mandy Nicole Burnett</u>	<u>Niece</u>	<u>Street: 5429 Sugar Creek</u> <u>City, State, Zip: La Porte, TX 77571</u>	<u>381-470-7277</u>	<u>Redacted</u>		<u>60</u> %*
		Street:				%*
		City, State, Zip:				%*

*NOTE: percentages must total 100%.

Employee Signature: Tracy Phillips

Date: 4/25/2008

If you need more space please attach an additional form indicating your designations.

In order for your designation to be effective, you must return this original form to:
 Southwest Airlines Co.
 Health & Welfare Benefits HDQ-8EB
 PO Box 36611
 Dallas, TX 75235-1611
 (No Copies or Faxes)

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EXHIBIT B



Benefits Election Confirmation

Employee Name	Tracy Phillips
Employee Number	16928
Date of Last Enrollment	10/07/2011

Your benefit elections are listed below. If this Confirmation is for your most recent elections, please review your elections carefully to confirm your enrollment in the plans listed. Once your enrollment deadline ends, you may not change your choices unless you have a qualified Change in Status or you and/or your eligible Family Members are eligible for Special Enrollment. If you added new Family Members to your benefits, your Family Members will not be enrolled until the required documents are received in the Health & Welfare Benefits Department by the deadline date. Southwest Airlines and its benefit services providers reserve the right to audit dependent eligibility. Falsifying claims, eligibility or other documents could result in the denial of claims and additional measures may be taken as deemed appropriate.

If you have any questions about your elections or your benefits, contact the Health & Welfare Benefits Department by e-mail at askbenefits@wnco.com or by phone at 214-792-4997 or 800-551-1211.

Health Plans (Pre-Tax)

Plan Description		Date of Birth	Coverage Level	Effective Date	Monthly Cost
Choice Plus PPO Medical-B Plus			EE+Spouse	01/01/2012	\$131.00
Family Members Enrolled:					
Jayson Kelly Crawford	*Spouse	Redacted		01/01/2012	
Basic Dental - BenefitsPlus			EE+Spouse	01/01/2012	\$0.00
Family Members Enrolled:					
Jayson Kelly Crawford	*Spouse	Redacted		01/01/2012	
Vision - BenefitsPlus			Employee Only	03/01/2010	\$5.08

* An (*) next to a Family Member designates that you must submit the required Family Member documentation to the Health & Welfare Benefits Department before coverage can become effective.

Welfare Plans (Post-Tax)

Plan Description	Coverage Amount	EOI Required	Effective Date	Monthly Cost
Basic Life-BenefitsPlus	\$ 50,000.00	N	01/01/2012	\$0.00
Optional Life-BenefitsPlu	\$ 381,000.00	N	03/01/2010	\$15.24
AD&D - BenefitsPlus	\$ 381,000.00	N	03/01/2010	\$8.38
Basic LTD 40%- BenefitsPI		N	01/01/2012	\$0.00

Personnel number	Name of employee	Page
00016928	Tracy Phillips	2

For Life Insurance, an () in the EOI Required column designates that Evidence of Insurability is required for the level of coverage you elected. This EOI form and instructions on how to submit it are available at SWALife>About Me>My Benefits>Information and Resources>Information and Forms>Forms>Life Insurance EOI. Forms must be submitted within 30 days of your enrollment. Your election will be pended until the carrier approves or denies your coverage. If your coverage is denied, you will be enrolled in the guaranteed issue amount, if applicable.



Benefits Election Confirmation

Employee Name Tracy Crawford
 Employee Number 16928
 Date of Last Enrollment 11/05/2012

Your benefit elections are listed below. Please review your elections carefully to confirm your enrollment in the programs you have elected. Once your enrollment deadline ends, you may not change your choices unless you have a qualified Change in Status or you and/or your eligible Family Members are eligible for Special Enrollment.

Southwest Airlines and its benefit service providers reserve the right to audit dependent eligibility. Falsifying claims, eligibility or other documents could result in the denial of claims and additional measures may be taken as deemed appropriate.

Family Member Documentation (New Hire)

If you added new Family Members to your benefits, your Family Members will not be enrolled until the required documents are received in the Health & Welfare Benefits Department and you have added your family members in SWALife. All eligibility documentation must be received by your enrollment deadline date or your Family Members will not be enrolled for coverage.

Family Member Documentation (Annual Enrollment)

If enrollment is being completed during Annual Enrollment and you added Family Members to your benefits, you will need to submit required documents no later than December 31. If you do not submit required documents to Southwest Airlines Health & Welfare Benefits Department before the new Plan year begins (January 1st of each year), Family Members will not be enrolled.

Questions?

If you have any questions about your elections or your benefits, contact the Health & Welfare Benefits Department by e-mail at askbenefits@wnco.com or by phone at 214-792-4997 or 800-551-1211.

Health Plans (Pre-Tax)

Plan Description		Date of Birth	Coverage Level	Effective Date	Monthly Cost
Choice Plus Plan			EE+Spouse	01/01/2013	\$150.00
Family Members Enrolled:					
Jayson Kelly Crawford	Spouse	Redacted		01/01/2013	
Basic Dental - BenefitsPlus			EE+Spouse	01/01/2012	\$3.00
Family Members Enrolled:					
Jayson Kelly Crawford	Spouse	Redacted		01/01/2012	
Vision - BenefitsPlus			Employee Only	03/01/2010	\$4.92

* An (*) next to a Family Member designates that you must submit the required Family Member documentation to the Health & Welfare Benefits Department before coverage can become effective.

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00016928	Tracy Phillips Crawford	2

Welfare Plans (Post-Tax)

Plan Description	Coverage Amount	SOH Required	Effective Date	Monthly Cost
Basic Life-BenefitsPlus	\$ 50,000.00	N	01/01/2012	\$0.00
Optional Life-BenefitsPlu	\$ 381,000.00	N	03/01/2010	\$10.68
AD&D - BenefitsPlus	\$ 381,000.00	N	03/01/2010	\$6.48
Spouse/CP Life -BenefitsP	\$ 0.00	N	01/01/2013	\$0.00
Basic LTD 40%- BenefitsPI		N	01/01/2013	\$0.00

*For optional life insurance, a (*Y) in the "Statement of Health Required" column designates that a Statement of Health (SOH) is required for the level of coverage you elected. Once your elections are complete, the web link to the SOH will be emailed to your company email address within five business days. You will then be able to register on the MetLife website, complete your SOH and update beneficiaries. The SOH must be completed within 30 days of receipt of the MetLife email.

Your insurance election will be pended until the carrier approves or denies your coverage. If your coverage is denied, you will be enrolled in the guaranteed issue amount, if applicable.